

**EXHIBIT D**

**BNSF Notice of Withdrawal**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	
W. R. GRACE & CO., <u>et al.</u> ,	)	
	)	Civil Action Nos. 11-531(RLB)
	)	(Consolidated into lead Case No. 11-199 (RLB));
	)	11-207 (RLB); and 09-763 (RLB)
Debtors.	)	
	)	Bankruptcy Case No. 01-01139 (JKF)
	)	

**BNSF RAILWAY COMPANY’S WITHDRAWAL OF ALL OBJECTIONS AND  
APPEALS CONCERNING THE JOINT PLAN, THE GRACE-CNA SETTLEMENT,  
AND THE GRACE-ARROWOOD SETTLEMENT**

Pursuant to section 4.02 of the *Settlement Agreement between BNSF and the Debtors* (the “BNSF Settlement”), BNSF Railway Company hereby withdraws its appeals of (i) the Bankruptcy Court’s January 31, 2011 Order and Memorandum Opinion confirming the Joint Plan of Reorganization (the “Plan”), as clarified on February 15, 2011 [Dkt. Nos. 26154, 26155, 26289], docketed in the District Court as Case No. 11-531 (RLB) (consolidated into lead Case No. 11-199 (RLB)); (ii) the Bankruptcy Court’s January 22, 2011 order approving the Debtors’ insurance settlement with the CNA Companies, *et al.* [Dkt No. 26106] (“CNA”), docketed in the District Court as Case No. 11-207 (RLB); and (iii) the Bankruptcy Court’s August 19, 2009 order approving the Debtors’ insurance settlement with Arrowood Indemnity Company, *et al.* [Dkt. No. 22859] (“Arrowood”), docketed in the District Court as Case No. 09-763 (RLB); and all other pending appeals and objections relating to the Plan, Plan-related documents, confirmation of the Plan, the Debtors’ insurance settlements with CNA and Arrowood, and any motions or applications filed by the Debtors, the Asbestos Claimants’ Committee, or the Asbestos Personal Injury Future Claimants’ Representative.

The withdrawal of the appeals and objections provided for herein shall be with prejudice and without costs.

Dated: May \_\_\_\_, 2012

Respectfully submitted,

---

PEPPER HAMILTON LLP  
Edward C. Toole, Jr.  
Linda J. Casey  
3000 Two Logan Square  
18th & Arch Streets  
Philadelphia, PA 19103  
Tel: (215) 981-4000  
Fax: (215) 981-4750

and

James C. Carignan (DE No. 4230)  
PEPPER HAMILTON LLP  
Hercules Plaza, Suite 5100  
1313 N. Market Street  
P.O. Box 1709  
Wilmington, DE 19899-1709  
Tel: (302) 777-6500

*Counsel for Appellant BNSF Railway Company*